



CLERK, U.S. BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS

**ENTERED**

THE DATE OF ENTRY IS ON  
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed August 30, 2018

  
United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
LUBBOCK DIVISION

IN RE:

REAGOR-DYKES MOTORS, LP

Debtor.

§  
§  
§  
§  
§

Case No. 18-50214-rlj11

IN RE:

REAGOR-DYKES IMPORTS, LP

Debtor.

§  
§  
§  
§  
§  
§

Case No. 18-50215-rlj11  
(Jointly Administered Under  
Case No. 18-50214)

IN RE:

REAGOR-DYKES AMARILLO, LP

Debtor.

§  
§  
§  
§  
§  
§

Case No. 18-50216-rlj11  
(Jointly Administered Under  
Case No. 18-50214)

IN RE:

REAGOR-DYKES AUTO COMPANY,  
LP

Debtor.

§  
§  
§  
§  
§  
§

Case No. 18-50217-rlj11  
(Jointly Administered Under  
Case No. 18-50214)

IN RE:

§  
§

<b>REAGOR-DYKES PLAINVIEW, LP</b>	§	
	§	
<b>Debtor.</b>	§	<b>Case No. 18-50218-rlj11</b>
		<b>(Jointly Administered Under</b>
		<b>Case No. 18-50214)</b>

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<b>IN RE:</b>	§	
	§	
<b>REAGOR-DYKES FLOYDADA, LP</b>	§	<b>Case No. 18-50219-rlj11</b>
	§	<b>(Jointly Administered Under</b>
<b>Debtor.</b>	§	<b>Case No. 18-50214)</b>

**FINAL ORDER GRANTING DEBTORS'-IN-POSSESSION EMERGENCY JOINT  
APPLICATION TO EMPLOY CHIEF RESTRUCTURING OFFICER**

CAME ON to be considered the *Debtors'-In-Possession Emergency Joint Application to Employ Chief Restructuring Officer* (the "Application") [Dkt. No. 38] which was filed by the following Debtors Reagor-Dykes Motors, LP, Reagor-Dykes Imports, LP, Reagor-Dykes Amarillo, LP, Reagor-Dykes Auto Company, LP, Reagor-Dykes Plainview, LP, and Reagor-Dykes Floydada, LP (each a "Debtor," and collectively, the "Debtors"). As more fully set forth in the Application, this Court finds that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; that consideration of the Application is a core proceeding pursuant to 28 U.S.C. § 157(b); that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; that due and proper notice of the Application has been provided to the necessary parties; that no other or further notice need be provided; that the relief sought in the Application is in the best interests of the Debtors, their creditors, and all parties in interest; that the Debtors have established just cause for the relief requested in the Application; the objection of Ford Motor Credit Company LLC having been withdrawn, and all remaining objections having been settled, or overruled; that BlackBriar Advisors LLC ("BlackBriar") is disinterested and does not hold an interest adverse to the Debtors' estates; that, except as disclosed in the Application and Declaration of Robert (Bob) Schleizer, BlackBriar does not have any connection with any of the

creditors of the estate, or any party in interest, their respective attorneys and accountants, and the U.S. Trustee; and that, upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore, it is hereby:

ORDERED that the Application is GRANTED.

IT IS FURTHER ORDERED that the Debtors are hereby authorized to employ and retain BlackBriar as Chief Restructuring Officer (“CRO”) of the Debtors, with Robert (Bob) Schleizer to be the Partner in Charge for the engagement, and to act for BlackBriar as the CRO person on the terms and conditions set forth in the Application.

IT IS FURTHER ORDERED that the Debtors are hereby authorized to employ and retain BlackBriar to provide third party accounting/CFO services on the terms and conditions set forth in the Application.

IT IS FURTHER ORDERED that BlackBriar is authorized to perform the following services as CRO of the Debtors:

- a. Perform activities and services customarily performed by Debtors’ chief executive officer and chief financial officer invested with complete and exclusive management and operation of the Debtors’ businesses;
- b. Serve as contact with Debtors’ creditors and other interested parties and stakeholders;
- c. Actively engage with the Original Equipment Manufacturers (“OEMs”) in identifying potential purchasers of the assets of the Debtors’ dealerships and businesses;
- d. Develop, recommend and implement a plan for the sale of all assets and the transfer of all automobile dealership franchise rights in collaboration with Debtors’ creditors, Ford Motor Credit Company LLC (“Ford Credit”), and the OEMs for the Debtors’ dealerships;
- e. Communicate and negotiate with the OEMs concerning the potential viability of any sales and transfers of the dealerships assets and rights to potential purchasers;

- f. Communicate and negotiate with potential purchasers of assets of Debtors' dealerships and businesses and make recommendations as to the viability of sale of any individual dealership;
- g. review all aspects of operations, accounting, and the business activities of the Debtors and because of the affiliation of certain non-debtors (including Reagor Auto Mall, Ltd. and Reagor-Dykes Snyder, LP), the accounting services for certain non-Debtor operating entities, the work for which will be necessary to provide full accounting pictures of the Debtors;
- h. evaluate the Debtors' inventory and other assets;
- i. evaluate the Debtors' capital needs;
- j. recommend adjustments to compensation for all officers and employees of Debtors, if necessary;
- k. review Debtors' books and records;
- l. conduct such investigation as it deems necessary to fulfill the required components of its engagement as described above;
- m. direct the preparation of budget projections, cash disbursements and receipts and results of operations to determine long and short-term needs;
- n. provide CFO and accounting services that will include preparation of the Debtors' Monthly Operating Reports and other reports and information as reasonably requested by creditors and parties in interest, including daily reports to Ford Credit concerning contacts and developments with OEMs and potential purchasers of the dealerships; *bankruptcy schedules and statement of financial affairs,*
- o. oversee the process for determining whether formulation and filing of a joint chapter 11 plan and disclosure statement is a viable possibility;
- p. serve as CRO only for so long as Debtors have cash and use of cash collateral to compensate CRO for its services; and
- q. perform other services as directed by the Bankruptcy Court and mutually agreed by BlackBriar.

IT IS FURTHER ORDERED that if the Debtors require BlackBriar to perform any services not outlined in the prior paragraph and in the Application, then the Debtors shall seek written approval from the Office of the United States Trustee, Ford Credit, and the Official

Committee of Unsecured Creditors ("Committee"), if appointed, and obtain Court approval as necessary.

IT IS FURTHER ORDERED that BlackBriar shall be required to apply for approval of compensation and reimbursement of expenses in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable provisions of the Bankruptcy Rules, the Local Bankruptcy Rules of the United States Bankruptcy Court for the Northern District of Texas, any fee and expense guidelines of this Court and the U.S. Trustee' Office, and all orders entered by this Court dealing with compensation of professionals, and Ford Credit reserves its rights to object to any fee application by BlackBriar.

IT IS FURTHER ORDERED that the Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Application.

IT IS FURTHER ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

### END OF ORDER ###

**Approved and Entry Requested By:**

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and Debtors-in-Possession***